

**United States Bankruptcy Court
District of Nevada**

In re SPOT HOLDINGS, INC.

Debtor(s)

Case No. 13-51731Chapter 7

STATEMENT OF FINANCIAL AFFAIRS - AMENDED

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. If the answer to an applicable question is "None," mark the box labeled "None." If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

None
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT
\$4,072,162.76
\$872,007.52

SOURCE
Gross product sales revenue, 2012
Gross product sales revenue, year to date 2013

2. Income other than from employment or operation of business

None
☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditorsNone
☒**Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CREDITORDATES OF
PAYMENTS

AMOUNT PAID

AMOUNT STILL
OWINGNone
☐

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS/
TRANSFERSAMOUNT
PAID OR
VALUE OF
TRANSFERSAMOUNT STILL
OWING

See attachment to this statement

None
☐

c. *All debtors:* List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND
RELATIONSHIP TO DEBTOR

DATE OF PAYMENT

AMOUNT PAID

AMOUNT STILL
OWINGHaws Corporation
1455 Kleppe Lane
Sparks, NV 89431See attached listing of
payments madeHolds controlling interest in Debtor Spot
Holdings**4. Suits and administrative proceedings, executions, garnishments and attachments**None
☐

a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT
AND CASE NUMBERNATURE OF
PROCEEDING
Breach of
contractCOURT OR AGENCY
AND LOCATION
United States District Court for the
Southern District of FloridaSTATUS OR
DISPOSITION
PendingR.D. JONES, STOP EXPERTS, INC. and RFRB
GLOBAL, INC., Plaintiffs, v. CARMANAH
TECHNOLOGIES CORPORATION; CARMANAH
TECHNOLOGIES (US) CORPORATION; and
SPOT DEVICES, INC., Defendants, Case No.
9:13-cv-80695 MOORE/TORRES

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

Spot Holdings, Inc Case 13-51731 Question 3. b

Spot Holdings LLC Payment summary by date				9/10/2013	12:36:04 PM			
Bank account	WellsFargo	Wells Fargo Bank						
Date	Vendor account	Name	Payment reference	Currency	Amount	currency		
	5/29/2013	Payroll		USD	-15,830.87			
	5/29/2013	Payroll		USD	-1,644.85			
	5/29/2013	Payroll		USD	-67.81			
	5/29/2013	Payroll		USD	-5,971.53			
Date	5/30/2013	S-00215	5/29/2013	Payroll Manual Checks	-23,515.06			
				1064 USD	-754.16			
Date	6/7/2013	S-00017	5/30/2013	Digikey	-754.16			
	6/7/2013	S-00275		EETechnologies Inc.	25413 USD	-237.92		
	6/7/2013	S-00122		Grainger	25414 USD	-4,905.60		
	6/7/2013	S-00046		McMaster Carr	25415 USD	-105.37		
	6/7/2013	S-00318		Primus Electronics Corporation	25416 USD	-300.47		
	6/7/2013	S-00078		Tripp Plastics	25417 USD	-230.4		
	6/7/2013	S-00078		Tripp Plastics	25418 USD	-587.89		
	6/7/2013	S-00081		UPS	25419 USD	-10,069.02		
Date	6/7/2013	S-00081		UPS	25420 USD	-33.99		
					-16,470.66			
6/12/2013		Payroll		USD	-1,640.75			
6/12/2013		Payroll		USD	-910.9			
6/12/2013		Payroll		USD	-65.76			
6/12/2013		Payroll		USD	-929.47			
6/12/2013		Wells Fargo Bank Fees		USD	-270.31			
Date	6/12/2013	S-00010		AT&T	-3,817.19			
	6/13/2013	S-00089		Buckles - Smith	25429 USD	-9.7		
	6/13/2013	S-00275		EETechnologies Inc.	25430 USD	-549.94		
	6/13/2013	S-00036		International Component Technology	25431 USD	-10,387.02		
	6/13/2013	S-00149		Lustre-Cal Nameplate Corp.	25432 USD	-22.39		
					25433 USD	-1,616.00		

Spot Holdings LLC Payment summary by date			9/10/2013	12:36:04 PM			
Bank account	WellsFargo	Wells Fargo Bank					
Date	Vendor account	Name	Payment reference	Currency	Amount	currency	
	6/13/2013 S-00135	Seacon Global Production S. de R.L. de C.V.	25434	USD	-3,121.55		
	6/13/2013 S-00121	Solartech Power, Inc.	25435	USD	-1,358.00		
	6/13/2013 S-00365	Traffic Signal Controls , INC	25436	USD	-644		
Date	6/13/2013		-17,708.60				
	6/20/2013 S-00072	Battery Systems	25437	USD	-1,979.52		
	6/20/2013 S-00017	Digikey	25438	USD	-9.4		
	6/20/2013 S-00275	EETechnologies Inc.	25439	USD	-10,577.70		
	6/20/2013 S-00046	McMaster Carr	25440	USD	-1,112.76		
	6/20/2013 S-00292	NEMA Enclosures Manuf LLC.	25441	USD	-6,976.00		
	6/20/2013 S-00121	Solartech Power, Inc.	25442	USD	-238		
	6/20/2013 S-00080	Uline	25443	USD	-158.59		
	6/20/2013 S-00081	UPS	25444	USD	-141.14		
	6/20/2013 S-00088	Zumar	25445	USD	-60.21		
Date	6/20/2013		-21,253.32				
	6/24/2013 S-00215	Payroll Manual Checks	1065	USD	-3,249.64		
Date	6/24/2013		-3,249.64				
	6/26/2013	Payroll		USD	-1,293.23		
	6/26/2013	Payroll		USD	-808.15		
	6/26/2013	Payroll		USD	-62.71		
	6/26/2013	Payroll		USD	-2,701.41		
Date	6/26/2013		-4,865.50				
	6/27/2013 S-00089	Buckles - Smith	25446	USD	-998.1		
	6/27/2013 S-00017	Digikey	25447	USD	-392.8		
	6/27/2013 S-00232	FedEx CA	25448	USD	-83.94		
	6/27/2013 S-00122	Grainger	25449	USD	-393.14		
	6/27/2013 S-00037	Jameco	25450	USD	-335.41		
	6/27/2013 S-00167	Key Polymer Corporation	25451	USD	-2,945.00		
	6/27/2013 S-00045	McCain	25452	USD	-1,375.00		
	6/27/2013 S-00046	McMaster Carr	25453	USD	-407.31		
	6/27/2013 S-00230	Nevada Dept of Taxation-Sales/Use	25454	USD	-170.06		
Date	6/27/2013		-7,100.76				

Spot Holdings LLC Payment summary by date			9/10/2013	12:36:04 PM
Bank account	Wells Fargo	Wells Fargo Bank		
Date	Vendor account	Name	Payment reference	Currency Amount currency
7/11/2013		Payroll	USD	-4,611.84
7/11/2013		Payroll	USD	-808.13
7/11/2013		Payroll	USD	-85.06
7/11/2013		Payroll	USD	-1,695.02
7/11/2013	S-00203	JTB Supply Co	25366 USD	1,968.00
7/11/2013		Wells Fargo Bank Fees	USD	-270.64
7/11/2013	S-00010	AT&T	25455 USD	-149.64
7/11/2013	S-00011	B&J, Inc	25456 USD	-290.78
7/11/2013	S-00072	Battery Systems	25457 USD	-1,340.67
7/11/2013	S-00533	DETR	25458 USD	-475.99
7/11/2013	S-00017	Digikey	25459 USD	-268.6
7/11/2013	S-00275	EETechnologies Inc.	25460 USD	-510
7/11/2013	S-00203	JTB Supply Co	25461 USD	-1,968.00
7/11/2013	S-00534	Mangrove	25462 USD	-1,016.38
7/11/2013	S-00046	McMaster Carr	25463 USD	-3,083.79
7/11/2013	S-00049	Mouser Electronics	25464 USD	-183
7/11/2013	S-00059	Polara Engineering	25465 USD	-721.66
7/11/2013	S-00318	Primus Electronics Corporation	25466 USD	-1,382.40
7/11/2013	S-00067	Sierra Proto Express	25467 USD	-2,628.00
7/11/2013	S-00114	Silver State Wire & Cable	25468 USD	-683.96
7/11/2013	S-00121	Solartech Power, Inc.	25469 USD	-4,048.75
7/11/2013	S-00365	Traffic Signal Controls , INC	25470 USD	-1,840.00
7/11/2013	S-00080	Uline	25471 USD	-966.3
Date	7/17/2013	S-00208	7/11/2013	-27,060.61
		Wells Fargo Bank - credit card	USD	-513.27
Date	7/23/2013	S-00208	7/17/2013	-513.27
		Wells Fargo Bank - credit card	USD	-550.69
Date	7/24/2013	S-00208	7/23/2013	-550.69
		Wells Fargo Bank - credit card	USD	-475.82
Date	7/24/2013	S-00208	7/24/2013	-1,300.66
		Wells Fargo Bank - credit card	USD	-824.84

Spot Holdings LLC Payment summary by date

9/10/2013

12:36:04 PM

Bank account Wells Fargo

Wells Fargo Bank

Vendor account

Payment reference Currency Amount currency

7/25/2013 S-00533

Name

25472 USD -9.81

7/25/2013 S-00019

DETR

25473 USD -10,000.00

7/25/2013 S-00122

Emcore

25474 USD -312.14

7/25/2013 S-00200

Graininger

25475 USD -572.37

7/25/2013 S-00039

Ietronics Company

25476 USD -180.77

7/25/2013 S-00149

K.R. Anderson Inc

25477 USD -568.93

7/25/2013 S-00231

Lustre-Cal Nameplate Corp.

25478 USD -50.48

7/25/2013 S-00230

Nevada Dept of Taxation

25479 USD -74.79

7/25/2013 S-00318

Nevada Dept of Taxation-Sales/Use

25480 USD -691.2

7/25/2013

-12,460.49

USD

-4,588.57

7/26/2013

Payroll

USD -808.15

7/26/2013

Payroll

USD -63.06

7/26/2013

Payroll

USD -1,685.16

Date

7/26/2013

-7,144.94

USD

-399.29

7/31/2013 S-00208

Wells Fargo Bank - credit card

USD -711.12

7/31/2013 S-00215

Payroll Manual Checks

USD -757.69

7/31/2013 S-00215

Payroll Manual Checks

USD -2,340.41

7/31/2013 S-00215

Payroll Manual Checks

USD -6,657.81

7/31/2013 S-00215

Payroll Manual Checks

USD 1071 USD

7/31/2013 S-00215

Payroll Manual Checks

USD -1,259.60

7/31/2013 S-00215

Payroll Manual Checks

USD -1,016.38

7/31/2013 S-00215

Payroll Manual Checks

USD -2,521.84

7/31/2013 S-00049

Mouser Electronics

USD -121

7/31/2013 S-00050

NEMA Enclosures Manuf LLC.

USD -6,976.00

7/31/2013 S-00292

Polara Engineering

USD -3,639.46

7/31/2013 S-00059

Solartech Power, Inc.

USD -4,396.00

7/31/2013 S-00121

Solartech Power, Inc.

USD -4,396.00

7/31/2013 S-00072

Battery Systems

USD -1,259.60

7/31/2013 S-00534

Mangrove

USD -1,016.38

7/31/2013 S-00046

McMaster Carr

USD -2,521.84

7/31/2013 S-00049

Mouser Electronics

USD -121

7/31/2013 S-00050

NEMA Enclosures Manuf LLC.

USD -6,976.00

7/31/2013 S-00292

Polara Engineering

USD -3,639.46

7/31/2013 S-00059

Solartech Power, Inc.

USD -4,396.00

7/31/2013 S-00121

Solartech Power, Inc.

USD -4,396.00

Spot Holdings LLC Payment summary by date				9/10/2013	12:36:04 PM			
Bank account	WellsFargo		Wells Fargo Bank					
Date	Vendor account	Name	Payment reference	Currency	Amount	currency		
8/1/2013	S-00365	Traffic Signal Controls , INC	25489 USD		-2,024.00			
8/1/2013	S-00080	Uline	25490 USD		-292.87			
8/1/2013	S-00169	Wholesale Solar	25491 USD		-597.5			
Date	8/2/2013	Wells Fargo Bank Fees		USD	-150.5			
Date	8/7/2013 S-00208	Wells Fargo Bank - credit card		USD	-1,504.79			
	8/7/2013	Payroll		USD	-66.41			
	8/7/2013	Payroll		USD	-6,720.03			
Date	8/7/2013	Buckles - Smith		USD	-673.96			
	8/8/2013 S-00017	Digikey	25493 USD		-232.83			
	8/8/2013 S-00275	EETechnologies Inc.	25494 USD		-16,900.10			
	8/8/2013 S-00167	Key Polymer Corporation	25495 USD		-380			
	8/8/2013 S-00045	McCain	25496 USD		-6,567.00			
	8/8/2013 S-00202	Numerex	25497 USD		-378.95			
	8/8/2013 S-00313	Pacific Crest Law Partners LLP	25498 USD		-2,687.50			
	8/8/2013 S-00503	Reno Forklift/Storage Systems	25499 USD		-58			
	8/8/2013 S-00488	Richard A Lamb	550000 USD		-5,108.81			
	8/8/2013 S-00067	Sierra Proto Express	550001 USD		-81.2			
	8/8/2013 S-00114	Silver State Wire & Cable	550002 USD		-617.07			
	8/8/2013 S-00075	Tapco	550003 USD		-2,174.41			
	8/8/2013 S-00079	Two One Nine Design	550004 USD		-911.62			
	8/8/2013 S-00081	UPS	550005 USD		-413.22			
	8/8/2013 S-00088	Zumar	550006 USD		-327.93			
Date	8/12/2013	Wells Fargo Bank Fees		USD	-118.5			
Date	8/15/2013 S-00534	Mangrove	1072 USD		-1,016.38			
	8/15/2013 S-00230	Nevada Dept of Taxation-Sales/Use	1073 USD		-13.71			
Date	8/15/2013				-1,030.09			

Spot Holdings LLC Payment summary by date

Bank account WellsFargo Wells Fargo Bank

9/10/2013 12:36:04 PM

Date Vendor account

Name

Payment reference Currency Amount currency

8/26/2013 S-00208

Wells Fargo Bank - credit card

USD -394.67

8/26/2013 S-00208

Wells Fargo Bank - credit card

USD -519.62

Date

8/26/2013

-914.29

8/27/2013 S-00208

Wells Fargo Bank - credit card

USD -500.41

8/27/2013 S-00208

Wells Fargo Bank - credit card

USD -3,863.85

Date

8/27/2013

-4,366.20

8/28/2013

Hartman & Hartman

Cashiers Check USD -7,506.00

Date

8/28/2013

-7,506.00

Spot Holdings, Inc Case 13-51731 Question 3 c

<u>Name and Address of Creditor</u>	<u>Date of Payment</u>	<u>Amount Paid</u>	<u>Form</u>
Haws Corporation 1455 Kleppe Lane Sparks, NV 89431	12/31/2012	100,000.00	Cash Payment
Haws	1/3/2013	860,000.00	Forgiveness of debt Haws received Sima
Haws	1/3/2013	65,220.51	Forgiveness of debt, Haws received assets (equipment, computers, office furniture)
Haws	9/30/2012	3,520.00	Offset of debt for Cirrus Development costs
Haws	9/30/2012	142,354.92	Offset of debt for Cirrus Development costs
Haws	9/30/2012	193,172.40	Offset of debt for Cirrus Development costs
Haws	8/31/2012	9,337.60	Offset of debt for Cirrus Development costs
Haws	9/30/2012	27,710.27	Offset of debt for Cirrus Development costs
Haws	10/31/2012	25,065.46	Offset of debt for Cirrus Development costs
Haws	11/30/2012	40,631.90	Offset of debt for Cirrus Development costs
Haws	12/31/2012	56,461.59	Offset of debt for Cirrus Development costs

CAPTION OF SUIT
AND CASE NUMBER

TIMM PEDDIE, Plaintiff, v. SPOT DEVICES, INC.,
a Nevada corporation; HAWS CORPORATION, a
Nevada corporation; SPOT INVESTMENTS, LLC,
a Nevada company, JOHN PETTIBONE,
individually; ROE CORPORATIONS I through X,
inclusive; and DOES I through X, inclusive,
Defendants, Case No. CV13-01446

NATURE OF
PROCEEDING
Breach of
contractCOURT OR AGENCY
AND LOCATION

Second Judicial District Court, State of
Nevada, County of Washoe

STATUS OR
DISPOSITION

Pending

None



b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE
BENEFIT PROPERTY WAS SEIZED

DATE OF SEIZURE

DESCRIPTION AND VALUE OF
PROPERTY

5. Repossessions, foreclosures and returns

None



List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF
CREDITOR OR SELLERDATE OF REPOSSESSION,
FORECLOSURE SALE,
TRANSFER OR RETURNDESCRIPTION AND VALUE OF
PROPERTY

6. Assignments and receiverships

None



a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE

DATE OF
ASSIGNMENT

TERMS OF ASSIGNMENT OR SETTLEMENT

None



b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CUSTODIANNAME AND LOCATION
OF COURT
CASE TITLE & NUMBERDATE OF
ORDERDESCRIPTION AND VALUE OF
PROPERTY

7. Gifts

None



List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF
PERSON OR ORGANIZATIONRELATIONSHIP TO
DEBTOR, IF ANY

DATE OF GIFT

DESCRIPTION AND
VALUE OF GIFT

8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Hartman & Hartman 510 W. Plumb Lane Suite B Reno, NV 89509	August 29, 2013	\$7,506.00, attorney's fees and petition filing fee

10. Other transfers

- None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Carmanah Technologies 250 Bay Victoria BC Canada V9A3K5 None	January 4, 2013	All assets transferred in exchange for 2.2 million shares plus potential earn out
Haws Corporation 1455 Kleppe Lane Sparks, NV 89431 Holds controlling interest in Spot	January 3, 2013	See attached Bill of Sale with Exhibit A thereto

- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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BILL OF SALE

For good and valuable consideration (including, without limitation, partial debt forgiveness of monies owed to Haws Corporation by Spot Devices, Inc.), the receipt and sufficiency of which is hereby acknowledged, SPOT DEVICES, INC., a Nevada corporation ("**Spot**"), does hereby grant, sell, transfer, assign, contribute, convey and deliver to HAWS CORPORATION, a Nevada corporation, all of Spot's right, title and interest in and to only those assets described in EXHIBIT A attached hereto and incorporated herein by this reference.

Dated: January 3, 2013.

SPOT DEVICES, INC., a Nevada corporation

By: John H. Pettibone

Its: CFO

EXHIBIT A

- Information Systems Equipment or IS
- Leasehold improvements
- Office furniture and equipment
- Oscilloscope
- VPN configuration, Setup and Concentrator
- Generators
- Vehicles
- All source code and metadata, including all source code revisions and revision history metadata, contained in Spot Device's source code repositories prior to January 1, 2011.
- All source code related to the following technologies, whether or not included in the Spot Device's source code repositories and without regard to the product name in use at the time, prior to January 1, 2011, along with all revisions thereto:
 - 1. SIMA Platform and Platform Components
 - 2. SIMA Intelligent Controllers, including, but not limited to, the programmable modem, the printed circuit assembly
 - 3. SIMA-connected products
 - 4. Data transport device
 - 5. Calendar viewer software
 - 6. SIMA Modem Configurator Tool
 - 7. SIMA Web Server Cluster
 - 8. SIMA Database Server Cluster
 - 9. SIMA Application Server Cluster
- SIMA-related user manuals, instructions and other documentation
- SIMA-related research and development, engineering and production documents
- SIMA-related testing data
- SIMA Sales Collateral
- SIMA Marketing Materials and Collaterals
- SIMA Customer Lists and Information
- SIMA Distributor Lists and Information
- Current and potential SIMA sales leads and opportunities
- Any and all SIMA Software related patents, including without limitation and whether listed or not the following patents:
 - 1. US Patent # 7,772,996 Alert and Warning System and Method
 - 2. US Patent # 8,193,949 Alert and Warning System and Method
 - 3. US Patent Application #13/466,036 Alert and Warning System and Method
- All SIMA-related marks owned by, and any registrations or pending applications for the registration of marks filed by or on behalf of Assignor, including, without limitation:
 - 1. SIMA
 - 2. System Infrastructure Management Application

Spot Holdings, Inc Case 13-51731 Question 10a

Spot Holdings Assets transferred for consideration on 1/3/13 to Haws Corporation

<u>Asset ID</u>	<u>Description</u>	<u>Asset Cost</u>	<u>Accum Depr</u>	<u>Net Book Value</u>	<u>Location</u>	<u>usable</u>	<u>old to Haw</u>	<u>GL</u>	<u>notes</u>
000050	Oscilloscope	2,482.89	1,717.34	765.55	production	yes	yes	16010	
000140	VPN Configuration, Setup, and Concentrator	7,598.37	4,369.08	3,229.29	production	yes	yes	16010	
		10,081.26	6,086.42	3,994.84					
000190	Dell Power Port Controller & Processors	24,871.04	13,471.79	11,399.25	219	yes	yes	16100	
000200	Dell Vostro 1500, Intel Core 2 Duo T5470	3,543.79	1,919.56	1,624.23	219	yes	yes	16100	
000760	Toshiba Protege r500-s500x Laptop	1,716.92	672.45	1,044.47	Jon	yes	yes	16100	
		30,131.75	16,063.80	14,067.95					
000820	Tessco Avalan 900 PTP Link Wireless Router	1,145.95	382.00	763.95	219	yes	yes	16110	
000310	Computer Software	4,060.00	4,060.00	-	office	yes	yes	16120	
001070	U2 Leadership Software - Process D, Inc	16,000.00	4,888.89	11,111.11	office	yes	yes	16120	
		20,060.00	8,948.89	11,111.11					
000320	Electrical Improvements	1,974.51	1,151.79	822.72	office	yes	yes	16150	
000330	Electrical Improvements	5,589.19	2,934.33	2,654.86	office	yes	yes	16150	
		7,563.70	4,086.12	3,477.58					
000020	Server	1,932.76	1,385.17	547.59	219	yes	yes	16200	
000480	Cisco Catalyst Router	9,351.05	4,363.84	4,987.21	219	yes	yes	16200	
000490	Cisco ASA 5510 Sec Plus (Internet Firewalls)	5,873.52	2,692.02	3,181.50	219	yes	yes	16200	
000010	Desktop Computer	1,631.74	1,196.58	435.16	Jenn	yes	yes	16200	
000220	Duralabel Printer	3,177.93	2,092.12	1,085.81	production	yes	yes	16200	
000240	Dell Computer and Monitor	2,261.47	1,413.44	848.03	Roxanne	yes	yes	16200	
000260	Dell Notebook	1,071.58	607.24	464.34	Katie	yes	yes	16200	
000270	Dell Computer	1,717.98	873.32	844.66	Tyler	yes	yes	16200	
000280	IKEA Office Furniture	1,101.01	688.13	412.88	office	yes	yes	16200	
000290	IKEA Office Furniture	4,321.40	2,700.88	1,620.52	office	yes	yes	16200	

Spot Holdings, Inc Case 13-51731 Question 10a

Spot Holdings Assets transferred for consideration on 1/3/13 to Haws Corporation

<u>Asset ID</u>	<u>Description</u>	<u>Asset Cost</u>	<u>Accum Depr</u>	<u>Net Book Value</u>	<u>Location</u>	<u>usable</u>	<u>old to Haw</u>	<u>GL</u>	<u>notes</u>
000300	IKEA Office Furniture	2,176.54	1,233.35	943.19	office	yes	yes	16200	
000470	Dell Laptop	1,172.54	547.17	625.37	Thomas	yes	yes	16200	
000540	Dell Laptop #436582260	1,125.31	497.01	628.30	Thomas	yes	yes	16200	
000550	Dell Laptop #436584860	1,299.95	563.33	736.62	Engineering	yes	yes	16200	
000560	Dell Laptop #443001940	1,626.26	704.73	921.53	Matt	yes	yes	16200	
000570	Dell Laptop #449974413	1,469.66	636.87	832.79	Sandi	yes	yes	16200	
000590	Dell Laptop #65PX5K1	2,597.50	1,103.94	1,493.56	Shawn	yes	yes	16200	
000700	Dell Computer ID# 2000312959594	1,418.40	673.74	744.66	Dre	yes	yes	16200	
000830	Dell Laptop	1,393.83	476.22	917.61	Jason	yes	yes	16200	
000840	Dell Laptop	1,393.85	476.25	917.60	Jordon	yes	yes	16200	
000850	Dell Laptop	1,393.85	476.25	917.60	Zao	yes	yes	16200	
000980	Dell Computer	1,415.40	460.01	955.39	Tina	yes	yes	16200	
001000	Dell Laptop	1,366.59	466.92	899.67	Sunny	yes	yes	16200	
001010	Dell Laptop	1,423.82	486.47	937.35	Jon	yes	yes	16200	
001030	Xerox Phaser 8560 Printer	1,292.70	237.00	1,055.70	office	yes	yes	16200	
001080	XX Tpad T520 i5 - Zones	1,184.94	108.62	1,076.32	Katie	yes	yes	16200	
001090	XXTpad W520 i7 - Zones	1,608.76	147.47	1,461.29	Ryan	yes	yes	16200	
001100	Lenovo Think Pad T420	1,406.60	93.77	1,312.83	Dre	yes	yes	16200	
Any and all remaining computer equipment, software, furniture and fixtures, manufacturing equipment, tools and personal property (fully expensed)		59,206.94	27,401.86	31,805.08					
Asset sold to Haws		128,189.60	62,969.09	65,220.51					
IP Assignment				860,000.00					

IP ASSIGNMENT & ASSET TRANSFER - MEMO TO FILE
SPOT DEVICES TO HAWS CORPORATION

	<u>Amount</u>
IP ASSIGNMENT AGREEMENT (Debt Forgiveness) dated 1/3/2013	\$ 860,000.00
All remaining Spot Devices assets at 1/3/2013* (Debt Forgiveness)	65,220.51
IP ASSIGNMENT AGREEMENT (Services Arrangement 2011, 2012 & Smart Shower Consulting Agreement)	583,219.30
TOTAL CONSIDERATION	<u>\$ 1,508,439.81</u>

* These assets are not part of Carmanah Asset Purchase Agreement dated 11/14/2012

11. Closed financial accounts

- ☒ None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

- ☒ None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- ☒ None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- ☐ None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
City of Portland 1221 SW 4th Avenue Portland, OR 97204	Credit, \$83.51	
Kimbrall Electric 7593 N. 73rd Drive Glendale, AZ 85303	Credit, \$225.00	
Asotin Anatone School District 315 1st Street Asotin, WA 99402	Credit, \$10,790.00	
City of Cupertino 1033 Torre Avenue Cupertino, CA 95014	Credit, \$1,000.00	
Slone Associates 835 Gil Harbin Boulevard Valdosta, GA 31601	Credit, \$1,017.80	
Seahurst Electric, Inc. 2915 Chestnut Street Everett, WA 98201	Credit, \$6,258.50	
Complete Electric, Inc. 637 Sebastian Boulevard Sebastian, FL 32958	Credit, \$6,230.00	

NAME AND ADDRESS OF OWNER

Prodigy Electric, Inc.
2292 Batavia Road
Suite B
Orange, CA 92865

DESCRIPTION AND VALUE OF PROPERTY

Credit, \$100.00

LOCATION OF PROPERTY

15. Prior address of debtor

- None ☒ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS

NAME USED

DATES OF OCCUPANCY

16. Spouses and Former Spouses

- None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS

NAME AND ADDRESS OF
GOVERNMENTAL UNITDATE OF
NOTICEENVIRONMENTAL
LAW

- None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS

NAME AND ADDRESS OF
GOVERNMENTAL UNITDATE OF
NOTICEENVIRONMENTAL
LAW

- None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF
GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

18 . Nature, location and name of business

- ☐ None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Spot Holdings, Inc.	0136	1455 Kleppe Lane Sparks, NV 89431	Sales of signaling systems	2004 - present

- ☒ None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- ☒ None a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
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- ☒ None b. List all firms or individuals who within the two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
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- ☐ None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
John Pettibone	Spot Holdings, Inc. 1455 Kleppe Lane Sparks, NV 89431

- ☒ None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

20. Inventories

None



a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
Jan. 6, 2012	Linda Lessnau	\$498,816
Jan. 2, 2013	Sunny Moore	\$437,936

None



b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

Tim Henderson, Controller, Spot Holdings, Inc.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS**21. Current Partners, Officers, Directors and Shareholders**

None



a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

None



b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Dean McKay 1455 Kleppe Lane Sparks, NV 89431	Director/President	
Tom White 1455 Kleppe Lane Sparks, NV 89431	Director	
Michael Traynor 1455 Kleppe Lane Sparks, NV 89431	Director	
Thomas Burnham 1455 Kleppe Lane Sparks, NV 89431	Director	
John Pettibone 1455 Kleppe Lane Sparks, NV 89431	Secretary/Treasurer	
Haws Corporation 1455 Kleppe Lane Sparks, NV 89431	Shareholder	90% of stock ownership

22. Former partners, officers, directors and shareholdersNone
☒a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME

ADDRESS

DATE OF WITHDRAWAL

None
☐b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS

TITLE

DATE OF TERMINATION

Timm Peddie, c/o Watson & Rounds, 5371
Kietzke Lane, Reno, NV 89511

Director

Oct. 29, 2012

23. Withdrawals from a partnership or distributions by a corporationNone
☒If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS

DATE AND PURPOSE
OF WITHDRAWALAMOUNT OF MONEY
OR DESCRIPTION AND
VALUE OF PROPERTYOF RECIPIENT,
RELATIONSHIP TO DEBTOR**24. Tax Consolidation Group.**None
☒If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.None
☒If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date Sept. 12, 2013Signature /s/ John Pettibone
JOHN PETTIBONE
Chief Financial Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571